

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

This report form is to be filed by bank holding companies with total consolidated assets of \$150 million or more. In addition, multibank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, must file this report (FR Y-9C) regardless of size. See page 1 of

the general instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization, except that lower-tiered bank holding companies that have total consolidated assets of \$1 billion or more must also file this report (FR Y-9C). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

March 31, 2005

Month / Date / Year (BHCK 9999)

I, _____
Name and Title of Officer

have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Bank Holding Company Official

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT9110)

Date of Signature

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Schedule HC—Continued

Dollar Amounts in Thousands

| LIABILITIES | BHDM | Bil | Mil | Thou | |
|---|------|-----|-----|------|----------|
| LIABILITIES | | | | | |
| 13. Deposits: | | | | | |
| a. In domestic offices (from Schedule HC-E): | | | | | |
| (1) Noninterest-bearing ¹ | 6631 | | | | 13.a.(1) |
| (2) Interest-bearing | 6636 | | | | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs: | | | | | |
| BHFN | | | | | |
| (1) Noninterest-bearing | 6631 | | | | 13.b.(1) |
| (2) Interest-bearing | 6636 | | | | 13.b.(2) |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | | | |
| a. Federal funds purchased in domestic offices ² | | | | | |
| BHDM | B993 | | | | 14.a. |
| b. Securities sold under agreements to repurchase ³ | | | | | |
| BHCK | B995 | | | | 14.b. |
| 15. Trading liabilities (from Schedule HC-D) | 3548 | | | | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) | 3190 | | | | 16. |
| 17. Not applicable | | | | | |
| 18. Liability on acceptances executed and outstanding | 2920 | | | | 18. |
| 19. a. Subordinated notes and debentures ⁴ | 4062 | | | | 19.a. |
| b. Subordinated notes payable to trusts issuing trust preferred securities | C699 | | | | 19.b. |
| 20. Other liabilities (from Schedule HC-G) | 2750 | | | | 20. |
| 21. Total liabilities (sum of items 13 through 20) | 2948 | | | | 21. |
| 22. Minority interest in consolidated subsidiaries and similar items | 3000 | | | | 22. |
| EQUITY CAPITAL | | | | | |
| 23. Perpetual preferred stock and related surplus | 3283 | | | | 23. |
| 24. Common stock (par value) | 3230 | | | | 24. |
| 25. Surplus (exclude all surplus related to preferred stock) | 3240 | | | | 25. |
| 26. a. Retained earnings | 3247 | | | | 26.a. |
| b. Accumulated other comprehensive income ⁵ | B530 | | | | 26.b. |
| 27. Other equity capital components ⁶ | A130 | | | | 27. |
| 28. Total equity capital (sum of items 23 through 27) | 3210 | | | | 28. |
| 29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28) | 3300 | | | | 29. |

MEMORANDUM (to be completed only by top-tier bank holding companies)

1. Indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
Name of External Auditing Firm (TEXT C703)

b. _____
Name of Engagement Partner (TEXT C704)

City (TEXT C708)

E-mail Address (TEXT C705)

State Abbrev. (TEXT C714) Zip Code (TEXT C715)

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
 2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
 3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
 4. Includes limited-life preferred stock and related surplus.
 5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.
 7. The Federal Reserve regards information submitted in response to Memorandum item 1.b. as confidential.

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| BHCK | |
| C161 | |

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the Bank Holding Company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| BHCK | |
| C159 | |

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| BHCK | |
| C700 | |

19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....

| | |
|------|--|
| C701 | |
|------|--|

19.b.

Memoranda items 20 and 21 are to be completed only by top-tier bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:

| BHCK | Bil | Mil | Thou |
|------|-----|-----|------|
| C252 | | | |
| 4832 | | | |
| 4833 | | | |
| 4834 | | | |
| 5041 | | | |
| 5043 | | | |
| 5045 | | | |
| 5047 | | | |
| C253 | | | |

a. Net assets 20.a.

b. Balances due from related institutions:

(1) Due from the bank holding company (parent company only), gross 20.b.(1)

(2) Due from subsidiary banks of the bank holding company, gross..... 20.b.(2)

(3) Due from nonbank subsidiaries of the bank holding company, gross..... 20.b.(3)

c. Balances due to related institutions:

(1) Due to bank holding company (parent company only), gross..... 20.c.(1)

(2) Due to subsidiary banks of the bank holding company, gross..... 20.c.(2)

(3) Due to nonbank subsidiaries of the bank holding company, gross..... 20.c.(3)

d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors..... 20.d.

21. Net assets of insurance underwriting subsidiaries..... 21.

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

| | |
|------|--|
| TEXT | |
| C497 | |

http:// 22.

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards M.1.

| BHCK | Bil | Mil | Thou |
|------|-----|-----|------|
| 8764 | | | |

2. Notional principal amounts of derivative contracts:¹

- a. Interest rate contracts
- b. Foreign exchange contracts
- c. Gold contracts
- d. Other precious metals contracts
- e. Other commodity contracts
- f. Equity derivative contracts

| With a remaining maturity of | | | | | | | | | | | | | | |
|--------------------------------|------|-----|-----|------|---|------|-----|-----|------|-------------------------------|------|-----|-----|------|
| (Column A) One year or less | | | | | (Column B) Over one year through five years | | | | | (Column C) Over five years | | | | |
| BHCK | Tril | Bil | Mil | Thou | BHCK | Tril | Bil | Mil | Thou | BHCK | Tril | Bil | Mil | Thou |
| 3809 | | | | | 8766 | | | | | 8767 | | | | |
| 3812 | | | | | 8769 | | | | | 8770 | | | | |
| 8771 | | | | | 8772 | | | | | 8773 | | | | |
| 8774 | | | | | 8775 | | | | | 8776 | | | | |
| 8777 | | | | | 8778 | | | | | 8779 | | | | |
| A000 | | | | | A001 | | | | | A002 | | | | |

M.2.a.
M.2.b.
M.2.c.
M.2.d.
M.2.e.
M.2.f.

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

- a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....
- b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)
- c. **Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)**.....
- d. **Other cumulative preferred stock eligible for inclusion in Tier 1 capital (included in Schedule HC, item 20 or 22)**
- 4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)
- 5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):
 - a. In the form of perpetual preferred stock
 - b. In the form of common stock

| BHCK | Bil | Mil | Thou |
|------|-----|-----|------|
| 5479 | | | |
| 5990 | | | |
| C498 | | | |
| A507 | | | |
| 2771 | | | |
| 5483 | | | |
| 5484 | | | |

3.a.
3.b.
3.c.
3.d.
4.
5.a.
5.b.

¹ Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.